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**ORIGINAL
FILED**

JUL - 2 2007

**RICHARD W. WIEKING
CLERK, U.S. DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

10 **IN THE UNITED STATES DISTRICT COURT**
11 **FOR THE NORTHERN DISTRICT OF CALIFORNIA**

12
13 NORCA INDUSTRIAL, LLC, a New York
14 Limited Liability Company,

15 Plaintiff,

16 v.

17 ROBERT WREN, an individual; PRIMROSE
18 METALS, INC., a California corporation;
19 RICHARD RAYBIN, an individual; LIFETIME
20 CAPITAL GROUP, an unknown entity;
21 VICTORIA PICCOLLOTTI, an individual;

22 Defendants.

CASE NO. C 07 3425 EDL

**DECLARATION OF SELIM
BAHAR IN SUPPORT OF
PLAINTIFF'S EX PARTE
APPLICATION FOR
TEMPORARY RESTRAINING
ORDER, PRELIMINARY
INJUNCTION AND EXPEDITED
DISCOVERY**

Date: July 2, 2007
Time: 10:00 a.m.
Room: Clerk's Office, 16th Flr.

1 SELIM BAHAR declares:

2 1. I am president of plaintiff Norca Industrial LLC, a New York limited liability
3 company (hereafter "Norca"), and have been so employed since Norca's incorporation in 1998. I
4 was president of Norca's predecessor since approximately 1987. I have at all times worked at
5 Norca's headquarters office, located in Great Neck, New York. The facts stated in this
6 declaration are based upon my personal knowledge, except where stated to be on information and
7 belief, and as to those, I believe it to be true.

8 2. Norca is and at all times relevant was primarily engaged in 1) selling specialized
9 "boiler tubes" ordered for customer specifications in the power generation business, and 2)
10 selling through distributors industrial pipes, tubing, valves, fittings and flanges. These products
11 are made in stainless steel, carbon steel, aluminum or other alloys. Norca is one of North
12 America's leading providers of these types of products.

13 THE BOILER TUBE BUSINESS

14 3. The claims in this case primarily relate to the boiler tube business. Given that
15 boiler tubes are used to construct or refurbish large power generation facilities, each order often
16 ranges between \$1 Million - \$3.5 Million.

17 4. The "boiler tube" business is complex, involving, for example, orders to
18 specifications, foreign manufacturers, foreign and domestic buyers, substantial capital and
19 financing requirements, and a myriad of logistical problems such as foreign quality control,
20 customs, shipping and international insurance. It requires substantial expertise and having
21 established, long-term relationships with a network of manufacturers (and their intermediaries)
22 located in Asia, customers and other providers (e.g., insurance companies, banks, shippers,
23 freight forwarders, customs brokers).

24 5. The "boiler tube" products are specially manufactured to each customer's
25 specifications, most of which are different. Once Norca receives a "request for quotation"
26 ("RFQ") for boiler tubes from a potential customer, it contacts the most appropriate manufacturer
27 for this type of product located in Asia and obtains a manufacturing quote(s) to the specifications
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1 required by the particular order. Norca analyzes the quote(s), formulates pricing and submits a
 2 quote to the customer. If the quote is accepted, Norca contracts with the manufacturer to have
 3 the boiler tubes manufactured to specifications, and then imports them to the United States or
 4 other specified country for sale and delivery to the customer. As part of such transaction, Norca
 5 purchases the goods from the manufacturer to sell to the customer, which requires substantial
 6 capital and/or financing capabilities. It also requires that Norca assess the customer's ability to
 7 pay for the goods, and where necessary, purchase credit insurance which is often expensive and
 8 difficult to obtain.

9 THE CRITICAL CHANGWON MILL

10 6. Norca's principal manufacturer for boiler tubes is and at all times was Changwon
 11 located in Korea. The Changwon mill is owned by a Korean company (Posco) and is represented
 12 by a Korean export agent (Posteel). Changwon has recently changed its name to "Posco
 13 Specialty Steel Co. Ltd." Until the recent actions of defendants as described below, Norca was
 14 the exclusive representative for Changwon to Norca's U.S.- based customers for delivery to their
 15 worldwide fabrication facilities. In my experience, this type of arrangement is a standard practice
 16 followed by Korean mills. Norca, Changwon and Posteel personnel frequently visited Norca
 17 customers together to market Norca's boiler tube products. I recall on at least occasion where a
 18 Norca customer attempted to deal directly with Changwon, and was informed by Changwon that
 19 Norca was its exclusive representative.

20 NORCA'S TRADE SECRET AND CONFIDENTIAL PROPRIETARY INFORMATION

21 7. Norca's success and profitability is dependent in significant part upon maintaining
 22 the confidentiality of its trade secrets and proprietary information. This includes, for example
 23 and without limitation, the following:

24 a. Norca's pricing information, pricing strategies, pricing formulation
 25 methods and profit margins. Norca has been in this business many years and has developed
 26 confidential pricing structures, strategies and methodology, which enables it to competitively
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1 price its products in the marketplace. Norca has devoted substantial resources to developing
2 these matters.

3 b. Norca's proprietary credit insurance program. This credit insurance
4 program was developed to allow Norca to transact business with potential customers which
5 Norca deems to be credit risks to guard against the possibility that those customers will default
6 on their payment obligations. This program was extremely difficult to obtain, is unique to the
7 industry so far as I know, is very complicated and took months to negotiate.

8 c. The identity of the complete list of manufacturing facilities used by Norca
9 and the specific contact person at each; the identities of the intermediaries used by Norca to
10 contact and negotiate with each such facility and the specific contact person for each; the credit,
11 payment terms, shipping, insurance and other requirements demanded or accepted by each such
12 facility; and Norca's evaluation of the expertise, competence and reliability of each facility to
13 manufacture particular types of products to specification in a timely fashion. This information
14 permits Norca to operate quickly, effectively and competitively in the marketplace. It has taken
15 years and substantial resources for Norca to develop this information and these relationships.

16 d. The identity of Norca's customers and the specific contact names for each,
17 the product specifications and requirements for each and Norca's working knowledge of the
18 decision-making process for each customer. This information likewise permits Norca to operate
19 quickly, effectively and competitively in the marketplace. It has taken years and substantial
20 resources for Norca to develop this information and these relationships.

21 e. Norca's proprietary software, which contains, among other things, Norca's
22 entire "trading package" with respect to the non-boiler tube business. This proprietary software
23 has been developed by Norca over more than 20 years and is updated from time to time. It is
24 used by Norca to, among other things, analyze worldwide supplier and market information and
25 formulate quotes on its broad distributor line of products. Norca has expended substantial
26 resources to develop and update this software.

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8. The information identified in paragraph 7 is not known to the general public nor within this industry, and enables Norca to be highly competitive in the marketplace. Norca has at all times taken reasonable steps to ensure the secrecy of such trade secret and proprietary and confidential information. For example, Norca limits the disclosure of such information to its sales personnel, which total less than ten persons. Norca has not shared, and does not share, such information with persons or entities outside of Norca.

ROBERT WREN'S ROLE

9. Beginning in approximately 1998, Norca hired Robert Wren (also known as "Bob Wren") (hereafter "Wren") as a vice president to sell products on behalf of Norca to Norca's customers. Wren at all times reported to me.

10. At the time of his hiring, Wren resided in the State of California, and for convenience sake, SVF, a Norca affiliate, opened a small office located at 330 Primrose Road, Suite 508, in Burlingame, California for Wren and one or more other Norca employees to work from. As part of his Norca sales duties, Wren primarily worked with one particular buying agent, Steve Song (hereafter "Song"), who was associated with Norca and was located in South Korea. Song, on behalf of Norca, primarily interacted with manufacturers, their agents and other intermediaries located in Asia, with whom Norca had excellent working and often long-term relationships. These contacts principally included Changwon, through its owner (Postco) and export agent (Posteel).

11. As part of his employment, Wren had access to and frequently employed the Norca trade secrets and confidential and proprietary information identified in paragraph 7 above. Wren was directly and integrally involved in determining Norca's pricing guidelines, strategies and formulations. Wren was linked into Norca's computer system in New York, was knowledgeable about Norca's proprietary software (located on the system) and was involved in a major contemplated upgrade of that software, having had frequent conversations with me on this project in 2007. Wren was likewise knowledgeable about Norca's credit insurance program, and

1 was intimately familiar with Norca's confidential and proprietary supplier and customer
2 information.

3 12. Wren, acting together with Song, became very successful in generating sales for
4 Norca, primarily in the boiler tube business. By 2006, they were primarily responsible for
5 generating for Norca annual sales totaling tens of millions of dollars.

6 13. Given this success, in or about late 2006, Wren was promoted to Executive Vice
7 President of Norca. As part of this promotion and based on my discussions with him, Wren
8 agreed to move to the New York office with the understanding that, assuming the transition went
9 smoothly, in a relatively short period of time he would take over management of all Norca
10 business operations and administration. Although Wren came to New York on several occasions
11 in or about early 2007 to house hunt and begin this transition, he subsequently began dragging his
12 feet in moving forward.

13 WREN'S SUSPICIOUS BEHAVIOR

14 14. In or about Spring 2007, I noticed that Wren was acting strangely. Solely by way
15 of example and without limitation:

16 a. He became guarded in his conversations with me about his and Song's
17 business activities and business prospects for Norca;

18 b. In or about May 2007, I learned from our accounting department that the
19 prior month's telephone bill for the Norca Burlingame office had not been sent by the telephone
20 company to our New York office (as had always been done previously), and that Wren had
21 instead put the telephone bill (now somehow addressed to Robert Wren) on his expense report
22 for reimbursement. Attached hereto as Exhibits A and B are true and correct copies of the April
23 3, 2007 Burlingame office telephone bill addressed to Norca's New York office, and the relevant
24 portion of Wren's expense report dated May 17, 2007 attaching the May 3, 2007 telephone bill
25 with Wren's name on it. When I asked Wren about this, he shrugged it off and said it must have
26 been a mistake. (Following Wren's departure set forth below, Norca contacted the telephone
27 company (ATT) to investigate and was informed that on April 11, 2007, Mr. Robert Wren had
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1 directed that the billing name and address on the telephone bill for Norca's Burlingame,
 2 California office be changed from "Norca Industrial Co., 185 Great Neck Road, Great Neck, NY
 3 11021" to "Robert Wren, 330 Primrose Rd., Suite 508, Burlingame, CA 94010.")

4 c. I observed, and heard from other Norca personnel, that Wren was treating
 5 Norca employees in abrupt fashion;

6 d. I reviewed a recent expense report submitted by Wren for a domestic
 7 business trip to visit customers. I was perplexed because the report reflected, for example, that
 8 Wren had paid for two car spaces at one hotel and two breakfasts had been charged to his hotel
 9 room for one morning, which indicated to me that he may have been traveling with a third party
 10 in visiting customer accounts. If true, this meant that an unauthorized third party was meeting
 11 with Norca customers. When I asked Wren about this, he became defensive, hostile and offered
 12 no explanation. Attached hereto as Exhibit C is a true and correct copy of this expense report,
 13 which has been redacted to exclude other information.

14 **WREN'S SCHEME IS UNCOVERED**

15 15. As a result of Wren's unusual and suspicious behavior, on or about June 6, 2007,
 16 I authorized and directed one of Norca's Information Technology consultants (Mr. David
 17 Pollack) to access the company's computer server located at Norca's office in New York and
 18 review Wren's emails located on that server. Mr. Pollack did so that day, and printed out a
 19 number of e-mails which Wren had sent or received. Mr. Pollack immediately gave these emails
 20 to me and other Norca officials to review. To my shock, these e-mails reflected that Wren, Song
 21 and others had for at least the last six months been jointly planning and actively taking steps to
 22 compete with Norca and that Wren had directed Song to lie to me and also not to tell me about
 23 certain matters. The exhibits identified below in this paragraph are true and correct copies of
 24 some of these e-mails. (These e-mails have been redacted to mask trade secret and confidential
 25 and proprietary information. The unredacted e-mails will be submitted to the court under seal.
 26 Song's email address listed on these e-mails is "metal318@hanafos.com.") Solely by way of
 27 example and without limitation, these emails disclose the following:

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1 a. Beginning in at least December 2006 through May 30, 2007, Wren and
 2 Song sent approximately thirty (30) e-mails to each other containing the "subject" heading "You
 3 and Me" or its abbreviation ("Y and M"). On December 18, 2006, Wren and Song exchanged
 4 "you and me" emails concerning Norca's relationship with its principal supplier (Changwon of
 5 Korea), and Wren cautioned Song: "Please keep to you and me and let's discuss." Ex. D. The
 6 meaning of this phrase was subsequently spelled out in a "you and me" e-mail sent by Wren to
 7 Song on March 28, 2007, stating "We (you and me) will have our own company one day. I am
 8 sure. Be patient." Ex. E. Song immediately replied: "If you go, I go. I will always be with
 9 you." Id. The following day Wren replied "This is You and Me." Ex. F.

10 b. Wren detailed this plan in an email to Song dated March 30, 2007, stating
 11 that he intended to start a competing company targeting Norca's principal supplier (Changwon)
 12 (Ex. E):

13 "My plan is to build a business through South Korea to all of Asia. Add assistants under
 14 you (for example, Chinese speaking) and let you control all of Asia. Then I add sales
 15 people in America and focus on S. Korea. I am working on this plan. Boiler business is
 16 the base. Changwon is key. All efforts and full emphasis on Korea. Long term
 17 investments in key mills identified by you. You and I take ownership in the company. So
 18 as we build and pay employees we actually have something for our children long term."

19
 20 On April 1, 2007, Wren told Song that "We are enough able to make the new history in our life.
 21 I am remodeling all our current suppliers in Korea and thinking to find the new sources in China
 22 that possible can be changed from [Norca's agent's] current suppliers." (Ex. E.) Both of these e-
 23 mails were headed "You and Me."

24 c. On March 27, 2007, Norca received a new order, which was forwarded to
 25 Wren. That same day, Wren wrote an e-mail to Song (Ex. E) headed "New Order #[redacted]
 26 you and me." (This same header was included on other emails in Ex. E.) Wren stated that he
 27 was giving Song a specified commission rate, and instructed Song not to tell me about it. He
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1 also stated: "Please keep thinking about building a long term business in Korea and China
2 through you" and again instructed Song: "do not mention to Selim [me]."

3 d. On April 5, 2007, Wren sent an email asking Song to identify "1-2 very
4 good South Korean Banks," preceded by "You and Me" in the text. (Ex. G). When Song did so
5 the following day, Wren replied that: "The idea is to set up financing through a Korean bank in
6 order to best present ourselves (y[ou] and m[e] as owners) to Posco [*i.e.*, Changwon - Norca's
7 principal supplier] and other Korean makers. I have a financial guys (sic) and I am working for
8 our kids." (Ex. G.) Each of these emails contained the subject header abbreviation: "Y and M."

9 e. On April 5, 2007, Wren forwarded Song's e-mail identifying these banks
10 to a third party (rrabin@flcg.com), stating "FYI." (Ex. H.) I am not familiar with Mr. Raybin.

11 f. On April 5, 2007, Wren also sent a further e-mail to rrabin@flcg.com
12 attaching a highly confidential Norca document containing a summary of Norca's credit
13 insurance program described in paragraph 6c above. Attached hereto as Exhibit I is a true and
14 correct copy of said e-mail and summary, which has been redacted to protect the trade secret and
15 confidential and proprietary information. (The unredacted version will be submitted to the court
16 under seal.) This credit summary details Norca's credit insurance program and the terms of its
17 credit insurance for one of Norca's principal customers. This was a very unique and difficult
18 credit insurance arrangement to procure and took months to do so. Mr. Wren was not authorized
19 to disclose this information to a third party.

20 g. On April 6, 2007, Song sent Wren an email to schedule a visit to suppliers
21 in Asia. Ex. J. As president of Norca, I typically accompanied Wren and Song on these visits.
22 In an April 9, 2007 e-mail headed "Y and M", however, Wren told Song that he did not want me
23 to join them on these visits and therefore intended to book these visits at a time when he knew
24 that I was busy or on vacation. Ex. J. This appears to be a deliberate decision to exclude me so
25 that Wren and Song could, while ostensibly traveling for Norca on business, recruit
26 manufacturers for their new venture.

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1 h. A week later, Song and Wren exchanged emails headed "You and Me",
2 apparently outlining the manufacturers they intended to recruit for their new venture. Exs. K.

3 i. On May 29, 2007, and in response to my direction that Wren provide
4 quotes to a customer for its new plant, Song told Wren: "Let's not cooperate [with] [company
5 name redacted]." Ex. L. The identified company was one of Norca's established intermediaries
6 for a major supplier. So far as I know, there was no legitimate business reason for Norca not to
7 cooperate with it.

8 **NORCA'S RESPONSE TO THIS SHOCKING DISCOVERY.**

9 16. As of June 6, 2007, I was just about to start a business trip out of the country. I
10 discussed these shocking developments with other Norca officials, and it was agreed that Song
11 should be directed immediately to come to New York to discuss this situation. I am informed
12 and believe that on or about June 6, 2007, Robert Blumenkrantz, a Norca vice president, had a
13 telephone conversation with Song in which he requested that Song come to New York (without
14 telling him why), and that Song gave excuses not to do so. I am further informed and believe
15 that, when Wren called another Norca official about Song being asked to meet, Wren was
16 requested to come to New York as well, which he initially said he would do but then cancelled.

17 17. I am informed and believe that on June 7, 2007, Robert Blumenkrantz had a
18 further telephone call with Song, in which Song announced that he was quitting as Norca's agent,
19 effective immediately.

20 18. I am informed and believe that, on or about June 11, 2007 and while Wren was
21 still employed by Norca, Norca's product manager (Yevonne Dename) called Wren at the Norca
22 Burlingame office and got his voice mail. The voice mail announcement responded "You have
23 reached Bob Wren's office" rather than the usual "You have reached Norca Industrial Company"
24 (or similar words to that effect). I am informed by another Norca official that he heard this phone
25 message on several occasions when he tried this number during the week of June 11th.

26 19. On June 11, 2007, Norca sent to Wren by overnight delivery a letter terminating
27 his employment, effective immediately. A true and correct copy is attached hereto as Exhibit M.
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20. On June 12, 2007, Ms. Victoria Picolotti, the only Norca employee who worked with Wren at the Burlingame office, sent an email to Norca announcing that she was quitting, effective immediately. A true and correct copy of that email is attached hereto as Exhibit N. (Ms. Picolotti immediately went to work for Wren's new company. See paragraph 27 below.)

WREN IMMEDIATELY UNVEILS HIS COMPETING BUSINESS

21. On June 13, 2007, one of Norca's principal export agents forwarded to me by e-mail an announcement it had received from Wren, announcing that Wren had started a new company named "Primrose Metals." (Not coincidentally, perhaps, the Norca office in Burlingame is located on Primrose Ave.) A true and correct copy of this announcement is attached hereto as Exhibit O.

22. This was a shocking announcement for several reasons. Here are some of my comments:

a. The announcement was entitled: "Primrose Metals replaces Norca Industrial Company", and started out by stating that "Bob Wren is pleased to announce that Primrose Metals has replaced Norca Industrial Company in providing financial, operating and logistical support to his customers and suppliers." These statements were false, since Primrose Metals (hereafter "Primrose") had not "replaced" Norca, and the customers and suppliers referred to were Norca's, not Wren's. I assume that the e-mail was sent to Norca's other contacts, customers, suppliers and vendors, given its pronouncement that Primrose was "replacing Norca."

b. The announcement stated that Wren could be contacted at Primrose Metals at: (650) 344-3291 (telephone) and (650) 344-9241 (fax). These were the telephone/fax numbers for Norca's Burlingame office (paid for by Norca), which Wren and Primrose had apparently converted to their own use. The address for Primrose listed on the announcement was the same office building in Burlingame where Norca's office was located, but a different suite number.

c. The announcement further stated that Primrose "has the capacity to finance the entire production of the mills it represents with competitive terms and timely payments, that it carries a broad range of insurance and provides other financial arrangements to

1 bridge the risks of international trade and that it has the capital to finance our purchases, the
2 systems and staff to provide state-of the art customer service and low overhead.” Based on these
3 statements, it was clear to me that Wren had been actively preparing for this new venture for
4 months and necessarily had solicited at least potential suppliers during that period. Based on my
5 over 20 years of experience in this industry, it would not have been possible for Wren to have
6 started representing manufacturers for his own account on two days notice, unless he already had
7 had active discussions with such potential suppliers in the preceding months (while still
8 employed by Norca). For example, manufacturers (even if they know an individual personally)
9 will require details about a new trader’s financial backing and wherewithal, and need to have it
10 approved, before they will agree to have a trader start representing them or before they provide a
11 quote to such new trader. This process typically takes weeks, if not months. The statements that
12 Primrose already had financing capability and systems and staff in place further evidences that
13 these arrangements had all been made well prior to Wren’s departure from Norca.

14 d. Finally, the announcement stated that Wren was able “to match or exceed
15 the terms offered by other trading firms.” In my opinion, this statement evidences Wren’s
16 intention to use Norca’s trade secret and confidential and proprietary pricing information
17 (described in paragraph 6 above) to operate Primrose. In my experience in this industry, it is
18 generally not known what sales terms are offered by other trading firms.

19 23. On June 15, 2007, a potential customer in the industry forwarded to me a different
20 announcement from “Primrose” which he said he had just received from Wren, a true copy of
21 which is attached hereto as Exhibit P. This announcement stated that Wren had joined Primrose
22 Metals as Vice President of Sales, contained most of the same representations as the earlier
23 announcement and again listed the telephone and fax numbers which Norca had been using.

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THE PRIMROSE WEBSITE

24. Both announcements (Exs. O-P) listed the following website for Primrose: www.primrosemetals.com. I immediately went to that website online, and was again shocked to find that, among other things:

a. The listed telephone and fax numbers for Primrose on the website were again the same numbers which had been used by the Norca office (and paid for by Norca). A true and correct copy of one of the pages from the primrosemetals.com website which I viewed is attached hereto as Exhibit Q. Several days later, I returned to the primrosemetals.com website and observed that it now listed a different telephone number and fax number for Primrose. However, a Google Search still allows a viewer to click to the original Primrose page which listed the telephone and fax numbers which had been used by Norca.

b. The majority of the text on the primrosemetals.com website is verbatim or substantially similar to the language appearing on the Norca.com website (owned by Norca) and was obviously lifted directly from our website. Attached hereto as Exhibits R and S are true and correct copies of the web pages from the primrosemetals.com and Norca.com websites, respectively. The text on these pages has been underlined by my counsel to note the verbatim or substantially similar language appearing on both sites. The language on the norca.com website has been there for years. Norca has spent substantial resources in developing/maintaining its site.

DIVERTED ORDERS

25. On or about June 12, 2007, I was advised by Mr. Blumenkrantz, that he had that day received from a long-standing Norca customer a request for quotation ("RFQ") on a project, which had been issued on June 1, 2007 and had a June 11, 2007 deadline to respond. Based on past practices and our relationship with the customer, this RFQ would have been sent to Wren on June 1st. Wren never disclosed to me or to my knowledge any other Norca official that he had received this RFQ. Upon learning of this RFQ, on June 12th, Mr. Blumenkrantz immediately sought out a quote from a manufacturer and on June 14, 2007 submitted a late quote to this customer in response to the RFQ. I was advised by Mr. Blumenkrantz that, upon receiving our

1 quote, the customer told him that Primrose had already submitted a quote from Norca's principal
 2 manufacturer (Changwon). I was further advised that the customer subsequently told Mr.
 3 Blumenkrantz that Primrose's quote was 9% lower than Norca's. This order was in the \$3.0-\$3.5
 4 Million magnitude.

5 a. Based on the above information, it is my opinion that Wren, while he was
 6 employed by Norca, deliberately failed to quote for Norca on this RFQ and instead held it back
 7 for his new company (Primrose). It is Norca's standard custom and practice to quote in response
 8 to this type of RFQ, especially from an established customer. I am aware of nothing to indicate
 9 that Wren sought out a quote from a manufacturer for Norca in order to respond to this RFQ.

10 Wren's termination did not occur until the day after the response to the RFQ was due, and any
 11 quote from a manufacturer on behalf of Norca would have needed to be obtained much earlier.

12 b. Based upon my experience in this industry, it appears that Wren likely
 13 underbid this RFQ, presumably in order to get the business and establish a toe-hold for Primrose
 14 in the industry and drive business away from Norca. I say this because, in my experience and
 15 opinion, a 9% spread on this magnitude of business seems highly unlikely. It is also likely that
 16 Wren used his knowledge of Norca's confidential pricing structures, strategies and information in
 17 doing so.

18 c. The disclosure that Primrose had obtained a quote from Norca's principal
 19 supplier (Changwon) is shocking. Norca was the exclusive representative for Chanwong to
 20 Norca's U.S.- based customers for delivery to their world wide fabrication facilities. Wren
 21 himself and Changwon's owner and agent all told me so on many occasions. As set forth in
 22 paragraph 22c above, in order to obtain this quote, Wren necessarily had to have had discussions
 23 with Changwon or its representatives about his new venture weeks or months prior to his
 24 termination.

25 26. Following June 6th, Norca officials monitored Wren's emails and provided me
 26 with copies. Based on several of these e-mails sent during the first week of June 2007, it appears
 27 that Wren also may have diverted, or attempted to divert, a potential Norca order to a competitor
 28

(Chad Hawley at Comprinox) in Petaluma, California. To my knowledge, Mr. Hawley and Wren are friends. Attached hereto as Exhibit T are true and correct copies of these e-mail exchanges.

PRIMROSE'S ADVERTISEMENT

27. Norca recently conducted an online Google search, which disclosed that, on June 18, 2007, Primrose began advertising for a "Corporate Controller" on the www.craigslist.org website. Attached hereto as Exhibit U is a true and correct copy of such listing. The advertisement represents, among other things, that Primrose is a "heavily funded start-up metals trading company, with offices in SF, Colorado, Korea and Shanghai," that it has 8 employees, that it is "poised to grow exponentially during 2007 and 2008" and that "the accounting infrastructure must be implemented to handle the influx of business." In my experience, it is highly unlikely that Wren would have been able to get the "start-up" described in his listing up and running within one week of his termination, without having had months of advance preparation and discussions/solicitations with potential suppliers, customers and vendors. The ad also confirms that Victoria Piccolotti, who quit Norca on June 12th, is now working for Primrose, directing that resumes be sent to her attention at vickyp@primrosemetals.com.)

28. Given the representation that Primrose has a Colorado office, I assume that Mr. Craig Yarde is likely a financier and/or principal of Primrose. Mr. Yarde lives in Colorado, his family recently owned and sold a metals company and I know him to be a good friend of Wren's.

THE NEED FOR INJUNCTIVE RELIEF

29. A temporary restraining order and preliminary injunction against defendants, and any person acting in concert with them, are necessary to avoid further irreparable harm to Norca for the following reasons:

a. Defendants should be restrained from contacting, obtaining quotes, contracting with, accepting deliveries from or doing business with Changwon (now "Posco Specialty Steel Co. Ltd.") directly or through intermediaries. Changwon is and at all times was Norca's primary supplier for boiler tubes. Until defendants recently obtained a quote from Changwon, Norca was at all times the exclusive representative for Changwon to Norca's U.S.-

1 based customers for delivery to their world wide fabrication facilities. Wren's emails confirm
 2 that he was targeting Changwon ("Changwon is key") in order to start up his competing business.
 3 Given that defendants obtained a quote from Changwon within a week following Wren's
 4 termination, Wren, alone or acting with Song and perhaps others, necessarily had to have had
 5 discussions with Changwon or its representatives at least weeks or months prior to Wren's
 6 termination. The fact that Changwon gave Primrose a quote necessarily evidences that
 7 defendants have interfered with Norca's exclusive relationship with Changwon. Absent a
 8 restraining order, this critical relationship between Norca and its principal supplier will be further
 9 disrupted and cause further irreparable harm to Norca. It may be difficult to prove the damages
 10 caused by such disruption. This is especially true, since Changwon and its intermediaries, Song
 11 and other persons residing overseas will almost certainly be witnesses, and it will likely be
 12 difficult to compel them to testify in this action.

13 In addition, Norca faces the very real possibility that any judgment for damages will be
 14 uncollectible. Norca's damages will likely be substantial, since Wren was primarily responsible
 15 for generating tens of millions of dollars in business annually. Primrose Metals, Inc. appears to
 16 be a startup. Based on my knowledge of Wren's financial condition and having worked with him
 17 for 10 years, he does not have the financial wherewithal to pay a significant damage award.
 18 Absent the requested injunctive relief, Norca therefore faces the likelihood of having its long-
 19 standing relationship with this critical supplier irreparably damaged and then being left with an
 20 uncollectible judgment.

21 b. Defendants should be restrained from the further dissemination and/or use
 22 of the trade secrets and proprietary and confidential information identified in paragraph 6 above.
 23 As set forth above, Norca has spent years and substantial resources developing its pricing
 24 information and strategies, its proprietary software with its entire "trading package" and in
 25 establishing and maintaining the critical relationships with its Asian suppliers (and their
 26 intermediaries), customers and vendors. The insurance credit summary, which the e-mails reflect
 27 Wren has already disclosed to a third party, is unique in the industry, very difficult to obtain and
 28

1 took months to negotiate. The foregoing are key to Norca remaining competitive in the
2 marketplace. Absent the requested injunctive relief, defendants will reap an unfair and
3 substantial competitive advantage over Norca, which will irreparably injure Norca. The full
4 extent of the substantial harm which Norca would suffer by such use and/or dissemination may
5 be difficult to prove. In addition, Norca's suppliers and their intermediaries, who will likely be
6 witnesses, are located in Asia and it will likely be difficult to compel them to testify in this
7 action.

8 c. Defendants should be restrained from contacting the companies on
9 Norca's confidential list of customers and suppliers. Defendants have already sent out
10 announcements to Norca's customers and suppliers announcing not only that Wren is now
11 working for a competitor, but soliciting their business using a variety of misrepresentations.

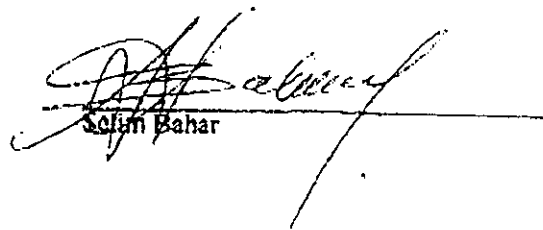
12 d. Defendants should be restrained from quoting, or entering into contracts,
13 based on requests for quotes received during Wren's employment with Norca. Again, absent the
14 requested injunctive relief, Norca faces the likelihood of both losing the business and then being
15 left with an uncollectible judgment.

16 e. Defendants should be enjoined from using the telephone and facsimile
17 numbers used by Norca or representing that these numbers belong to defendants; from continuing
18 to represent that Primrose has "replaced" Norca and that Norca's suppliers and customers are
19 defendants'; and from continuing to use language directly copied from Norca's website onto
20 defendants' own website. Absent such relief, this type of conduct will continue to sow
21 confusion in the marketplace and put Norca at a competitive disadvantage. Plaintiff's resulting
22 damages may be difficult to prove, especially since, again, many of the witnesses reside overseas.

23 f. Finally, defendants should be enjoined from disposing or destroying any
24 evidence of their solicitation or servicing of Norca's suppliers or customers or other use of
25 Norca's trade secrets or proprietary information.

1 I declare under penalty of perjury under the laws of the United States of America that the
2 foregoing is true and correct.

3
4 Executed on: June 25th, 2007


Solim Bahar

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SHANGRILA HOTEL
& CIVIL LLP
One Redwood Drive
Suite 200
San Francisco, CA 94111
(415) 784-9991

BAILAR DECL ISO APP FOR TRO/PREL. INJ. - Case No.
s:\Clients\Watches\049.15 (Wach)\plavsc-bahar doc\Bjar-app-662467.mpc

Account Number	Bill Date	Payment Due Date
030 263 5104 001	APR 3, 2007	APR 28, 2007



NORCA INDUSTRIAL CO. INC
ATTN: JOE CATANIA
185 GREAT NECK RD
GREAT NECK NY 11021-3326

TELEPHONE NUMBER: 650 344 3291

AT&T All in One Service		For Product Info: www.att.com/businesscenter For Customer Care: 1 877 325-0445
AT&T All in One Service AT&T LONG DISTANCE \$836.80 T LOCAL \$201.09 AL SERVICE CHARGES \$1,037.89 IER CHARGES AND CREDITS \$0.50 CHARGES AND TAXES \$145.42 TOTAL CURRENT CHARGES \$1,183.81	ACCOUNT STATUS PREVIOUS BALANCE \$620.92 PAYMENT RECEIVED \$620.92 ADJUSTMENTS \$0.00 TOTAL CURRENT CHARGES \$1,183.81 TOTAL AMOUNT DUE \$1,183.81	
Summary of Charges page for details	Pay online at www.att.com/paymybill	

News From AT&T

6440 100-RBW

Just For Your Business

Login now at <http://www.att.com/loginnow> to view your billing call details online. Then, when you're ready, select your preferred method of payment:

PAY ONLINE - Once logged in, click "Pay Your Bills" to setup one-time or monthly payments with a credit card or bank account.

PAY BY PHONE - Call the toll-free number at the top of this page to setup a one-time payment with a credit card or bank account.

PAY BY MAIL - Submit the lower portion of this page with a check payable to AT&T.

Whatever's most convenient for you!

See next page for more news!

1-34172

Pay your bill online at www.att.com/paymybill or pay by postal mail using the remittance slip below. When paying by check, make it payable to AT&T. Include your account number on payment and make sure that the AT&T P.O. Box address is viewable through the envelope window. AT&T is not able to reply to inquiries written on this remittance document. Please visit www.att.com/accountmanagement for assistance.

****Important News About Your Account****

You are requested to provide in writing to AT&T, within six months of the date of this bill, any dispute with respect to the charges on this bill, unless a different notification period applies under your contract, State Tariff and/or Service Guide.

You can reach AT&T either by using the toll free number on your bill, or in writing at the remittance address listed on your bill.

<http://serviceguide.att.com/servicelibrary/business/ext/state-tariff-buss.cfm>

See next page for more news!

EXHIBIT A

5/17/2007

Expense Report

Branch or Department:

Bob Wren / California

Week Ending:

Signature:

Date May 7-11, 2007	Location redacted	Visited redacted (names of customers)	Payment Type	Amount
Business trip charges				
1- AIRFARE	TO BE SUBMITTED LATER			
2- Lodgings	REDACTED (LOCATIONS)			\$1,253.17
3- Meals	entertainment of customers			\$139.70
4- Auto rent a car	REDACTED (LOCATIONS)			\$457.65
5- bag charge	Lines 1 thru 7			\$177.28
6- CASH Tips	Taxi from Airport (no receipt)			\$111.44
7- Local Fares				\$60.00
OFFICE CHARGES				
1. REDACTED (NAME & DESCRIPTION)				\$120.00
2. A.T. & T				\$594.79
3. REDACTED (VENDORS)				\$36.89
4.				\$91.99
22- Total Paid by Employee	Lines 9 thru 20			\$3,122.91
				\$0.00

PHONE BILL amco 5/3/07

Total Cash Expenses (Line 22):	\$0.00
Less Employee Advance:	
Amount Due Employee (Company):	\$0.00

9-34798

Approvals	Accounting	A/C Code	Amount
	Credit Charges:		
	Cash Expenses:		
	Total Expenses:		
	Cash Advance:		
	Net:		

EXHIBIT B

Bill Date	Payment Due Date
5104 001 MAY 3, 2007	MAY 29, 2007



at&t

ROBERT WREN
330 PRIMROSE RD
SUITE 508
BURLINGAME CA 94010

TELEPHONE NUMBER: 650 344 3291

For Product Info: www.att.com/businesscenter
For Customer Care: 1 877 325 0445

AT&T All in One Service

AT&T All in One Service

AT&T LONG DISTANCE	\$277.71
AT&T LOCAL	\$201.09
TOTAL SERVICE CHARGES	\$478.80
SURCHARGES AND TAXES	\$115.99

TOTAL CURRENT CHARGES	\$594.79
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See Summary of Charges page for details

ACCOUNT STATUS

PREVIOUS BALANCE	\$1,183.81
PAYMENT RECEIVED	\$1,183.81
ADJUSTMENTS	\$0.00
TOTAL CURRENT CHARGES	\$594.79

TOTAL AMOUNT DUE

\$594.79Pay online at www.att.com/paymybill

News From AT&T

Just For Your Business

Please note that effective June 1, 2007, your check payment address may be changing. Please review the remittance advice attached to your invoice. If your check payment address has changed, please adjust your records accordingly. Thank you for your cooperation.

See next page for more news!

Pay your bill online at www.att.com/paymybill or pay by postal mail using the remittance slip below. When paying by check, make it payable to AT&T, include your account number on payment and make sure that the AT&T P.O. Box address is viewable through the envelope window. AT&T is not able to reply to inquiries written on this remittance document. Please visit www.att.com/accountmanagement for assistance.

If you have any questions, please call the AT&T Customer Care Center at the toll-free billing inquiries number listed on your invoice or your AT&T Sales Representative.

Bill Period is the monthly period that the customer's bill processing began and ended. Typically, usage is billed within the current Bill Period and Monthly Recurring Charges (MRCs) are billed one month in advance. For example: Invoice Date is April 1 - MRCs are for April 1 through April 30 and Usage/Bill Period is the monthly period beginning the first day after the prior Bill Period and ending approximately 11 days prior to April 1.

Attention Valued AT&T Customers:
Answers to questions about the Federal Excise Tax refund can be found at www.irs.gov. For answers on how to retrieve AT&T bill copies in support of Federal Excise Tax amounts, see www.businessdirect.att.com.

See next page for more news!

Branch or Department: Bob Wren / California Expense Report 5/2/2007
 Week Ending: REDACTED Signature: _____

Date	Location (Insert Each Day)	Payment Type	Amount
April 15 - April 18, 2007	REDACTED		
Expenses Charged to Company (Credit Cards, etc....)			
1- Plane, Train, Bus	Attach Receipt		
2- Lodgings	Attach Receipt		
3- Meals	Including Tips	AMEX	
4- Company Guests	Explain on Reverse		
5- Telephone & Telegraph	Explain on Reverse		
6- Auto	Attach Receipt		
7- Miscellaneous	Explain on Reverse		
8- Total Charge to Company	Lines 1 thru 7		\$2,043.11 \$280.01 1763.10
Expenses Paid By Employee			
9- Local Fares	Taxi from Airport (no receipt)	cash	
10- Plane, Train, Bus	Attach Receipt		
11- Lodgings	Attach Receipt		
12- Rental Car	Attach Receipt		
13- Other / Gas for Rental Car	Attach Receipt		
14- Meals	Including Tips	AMEX	
15- Company Guests	Explain on Reverse	AMEX	
16- Telephone & Telegraph	Verizon Wireless		
17- Phone Battery	Explain on Reverse		
18- Misc tolls / Tips	No receipt		
19- Misc tolls / Tips	No receipt		
20- Misc tolls / Tips	No receipt		
21-	Explain on Reverse		
22- Total Paid by Employee	Lines 9 thru 20		\$0.00
			\$2,615.85

Total Cash Expenses (Line 22):
 Less Employee Advance:
 Amount Due Employee (Company):

\$2,615.85
 \$590.00
 PAY 2,310.84

Approvals	Accounting A/C Code	Amount
<i>[Signature]</i>	Credit Charges:	
<i>[Signature]</i>	Cash Expenses:	
<i>[Signature]</i>	Total Expenses:	
<i>[Signature]</i>	Cash Advance:	
	Net:	

EXHIBIT C

-----Original Message-----

From: bwren
Sent: Friday, May 18, 2007 1:40 PM
To: Joe Catania
Cc: selim
Subject: RE: Hotel Bill for 4/15 - 4/18

Dear Joe:

- 1) It may seem excessive but that is what it cost.
- 2) Please only expense me for one car.

If you feel these expenses are excessive, please delete from the expense.

I feel we are wasting too many people's time on these expenses and I am okay with you not paying in order to concentrate on more important issues.

I understand your position, but let's please move on. Thanks.

Bob Wren
Norca Industrial Co.
Tel 650 344 3291
Cell 650 678 5781

From: Joe Catania
Sent: Friday, May 18, 2007 9:44 AM
To: bwren
Cc: selim
Subject: RE: Hotel Bill for 4/15 - 4/18

Good morning Bob.

Additional items in RED

- 1) REDACTED
- 2) 4/16 In Room Breakfast \$60.46 – Please explain cost. I had breakfast - \$60.46 for breakfast seems excessive for one. Please explain.
- 3) 4/16 Overnight Parking Add Car \$50.00 – Please explain additional car. Were there two car charges, not just one? – You were billed for two cars. Please explain.
- 4) 4/16 In Room Breakfast \$41.51 – Please explain two breakfasts the same day & cost. Delete from expense. – Deducted.
- 5) 4/16 Lunch \$169.10 – Please supply a list of your guest's names. Delete from expense - Deducted
- 6) REDACTED
- 7) 4/17 In Room Breakfast \$43.51 – Please explain two breakfasts the same day & cost. Had

6/27/2007

coffee and fruit before Kai - \$43.51 for coffee and fruit seems excessive. Please explain.
8)

REDACTED

- 9) 4/17 Overnight Parking Add Car \$50.00 – Please explain additional car. SAME AS ABOVE – you see two cars? You were billed for two cars. Please explain.
10) 4/18 In Room Breakfast \$84.62 – Please explain cost. I had breakfast. - \$84.62 for breakfast seems excessive for one. Please explain.

Regards,
Joe

-----Original Message-----

From: bwren
Sent: Thursday, May 17, 2007 6:05 PM
To: Joe Catania
Cc: selim
Subject: RE: Hotel Bill for 4/15 - 4/18

Joe,

I do not have a copy but let me try:

- 1) REDACTED
2) 4/16 In Room Breakfast \$60.46 – Please explain cost. I had breakfast
3) 4/16 Overnight Parking Add Car \$50.00 – Please explain additional car. Were there two car charges, not just one?
4) 4/16 In Room Breakfast \$41.51 – Please explain two breakfasts the same day & cost. Delete from expense.
5) 4/16 Lunch \$169.10 – Please supply a list of your guest's names. Delete from expense
6) REDACTED
7) 4/17 In Room Breakfast \$43.51 – Please explain two breakfasts the same day & cost. Had coffee and fruit before Kai
8) REDACTED
9) 4/17 Overnight Parking Add Car \$50.00 – Please explain additional car. SAME AS ABOVE – you see two cars?
10) 4/18 In Room Breakfast \$84.62 – Please explain cost. I had breakfast.

Regards,

Bob Wren
Norca Industrial Co.
Tel 650 344 3291
Cell 650 678 5781

From: Joe Catania
Sent: Thursday, May 17, 2007 5:40 PM
To: bwren
Cc: selim
Subject: Hotel Bill for 4/15 - 4/18

Bob.

In reviewing your expense report, we have several questions about your bill from the REDACTED in REDACTED

6/27/2007

- 1) REDACTED
- 2) 4/16 In Room Breakfast \$60.46 – Please explain cost.
- 3) REDACTED
- 4) 4/16 In Room Breakfast \$41.51 – Please explain two breakfasts the same day & cost.
- 5) 4/16 Lunch \$169.10 – Please supply a list of your guest's names.
- 6) REDACTED
- 7) 4/17 In Room Breakfast \$43.51 – Please explain two breakfasts the same day & cost.
- 8) REDACTED
- 9) 4/17 Overnight Parking Add Car \$50.00 – Please explain additional car.
- 10) 4/18 In Room Breakfast \$84.62 – Please explain cost.

Please provide explanations to both Selim and myself.

Thank you

Joe

6/27/2007

Subject: RE: You and Me
From: "bwren" <bwren@norca.com>
Date: Mon, 18 Dec 2006 17:50:41 -0700
To: "???" <metal318@hanafos.com>

Dude,

REDACTED

REDACTED

REDACTED

REDACTED

REDACTED

REDACTED

REDACTED

REDACT

REDACTED Please keep to you and me and let us discuss. Norca can do REDACTED
so it is a question of how this impacts our relationship with Changwon.

Regards,

EXHIBIT D

Bob Wren
Norca Industrial Co.
Tel 650 344 3291
Cell 650 678 5781

From: ??? [mailto:metal318@hanafos.com]
Sent: Monday, December 18, 2006 5:01 AM
To: metal318@hanafos.com; bwren
Subject: You and Me

REDACTED

Dude.

REDACTED

REDACTED But finally I could get agreement. However REDACTED can have only ↓ discount and REDACTED
REDACTED. Please advise if you can accept.

3. REDACTED

Are you sure we can ?

REDACTED

1. If not,

please make a letter to REDACTED we can not.

Sincerely
Steve

??? ???, ??? ??? ??? <http://www.hanafos.com>



Subject: RE: RE: New Order REDACTED you and me
From: "bwren" <bwren@norca.com>
Date: Tue, 3 Apr 2007 09:18:04 -0700
To: "???" <metal318@hanafos.com>

Yes, we can and we will. Hoping this year.

All the best,

Bob Wren
Norca Industrial Co.
Tel 650 344 3291
Cell 650 678 5781

From: ??? [mailto:metal318@hanafos.com]
Sent: Sunday, April 01, 2007 11:28 PM
To: ???; bwren
Subject: Re: RE: New Order REDACTED you and me

Dude.

Great !

We are enough able to make the new history in our life. I am remodeling all our current suppliers in Korea and thinking to find the new sources in China that possibly can be changed from REDACTED current suppliers. Somedays, let's stay at the top of the world and let's show it to our sons & daughters.

Sincerely
Steve

----- Original Message -----

From: bwren
To: ??? (by Terrace)
Sent: Friday, March 30, 2007 3:37 AM
Subject: RE: RE: New Order REDACTED you and me

EXHIBIT E

Great!

My plan is to build a business through S. Korea to all of Asia. Add assistants under you (For example, Chinese speaking) and let you control all of Asia. Then I add sales people in America and focus on S. Korea. I am working on this plan. Boiler business is the base. Changwon is key. All efforts and full emphasis on Korea. Long term investments in key mills identified by you. You and I take ownership in the company. So as we build and pay employees we actually have something for our children long term

Regards,

Bob Wren
Norca Industrial Co.
Tel 650 344 3291
Cell 650 678 5781

From: ??? [mailto:metal318@hanafos.com]
Sent: Wednesday, March 28, 2007 10:13 PM
To: bwren
Subject: Re: RE: New Order REDACTED you and me

Dude.

We have believed each other for long years. I have been happy to be with you for long years and what makes me happier is you and I trusted each other always. If you go, I go. I will be with you always.

Sincerely
Steve

--- Original Message ---

From : bwren@norca.com
To : metal318@hanafos.com
Cc :
Date : Wed, 28 Mar 2007 12:38:13 -0400
Subject : RE: New Order REDACTED you and me

Steve,

We (you and me) will have our own company one day. I am sure. Be patient.

Regards,

Bob Wren
Norca Industrial Co.
Tel 650 344 3291
Cell 650 678 5781

From: ??? [mailto:metal318@hanafos.com]
Sent: Wednesday, March 28, 2007 1:43 AM

To: bwren; metal318@hanafos.com
Subject: Re: New Order REDACTED you and me

Dude.

Noted and thanks.

If you were not there, I have no reason to work with Norca any longer.
Thanks again and I will follow to any of your advice.

Sincerely
Steve

--- Original Message ---

From : bwren@norca.com
To : metal318@hanafos.com
Cc :
Date : Tue, 27 Mar 2007 19:23:53 -0400
Subject : New Order REDACTED you and me

Steve,

REDACTED This is a new boiler tube order for REDACTED and the mill is REDACTED. I need you to visit this mill in May. I put commission for you, Selim does not like it, as he thinks you make too much. Just ask Marina as usual for your commission when it ships and do not mention the commission to Selim. If it was up to me, I would build the Asian business around you and run everything for China through you. For now, I must compromise with Selim. Please keep thinking about building a long term business in Korea and China through you. I think someday we can have our input change the business. Do not mention to Selim as he is only concerned with keeping REDACTED happy and it was difficult for me to bring in REDACTED REDACTED but I felt too much business with REDACTED was bad. Lawrence thinks REDACTED

Best regards,

Bob Wren
Norca Industrial Co.
Tel 650 344 3291
Cell 650 678 5781

From: Victoria Piccolotti
Sent: Tuesday, March 27, 2007 5:34 PM
To: bwren
Subject: New Order #990/001232

NORCA INDUSTRIAL COMPANY, LLC
185 GREAT NECK ROAD 330 PRIMROSE RD. #508
GREAT NECK NY 11022 BURLINGAME CA 94010
tel 516-466-9500 tel 650-344-3291

|||
fax 516-482-3367
email norcaind@norca.com

fax 650-344-9241
email norcaind@norca.com

- Purchase Confirmation -

REDACTED

From: ??? [mailto:metal318@hanafos.com]
Sent: Thursday, March 29, 2007 8:06 AM
To: bwren; metal318@hanafos.com
Subject: Fwd: MN-070328B (You and Me)

Dude.

This is You and Me.

I did not have your reply yet for most of yesterday's REDACTED

For the Item #1 in REDACTED

For the item #6 in REDACTED, I noted your information well. I will contact to him at Apr., 14 to his and will have a talk for the detailed time plan.

Please advise for others in below.

Sincerely

EXHIBIT F

Steve

--- Original Message ---

From : metal318@hanafos.com

To : norcaind@norca.com, bwren@norca.com, selim@norca.com, metal318@hanafos.com

Cc :

Date : Wed, 28 Mar 2007 14:41:49 +0900 (KST)

Subject : REDACTED

Dear Bob Wren.

1. REDACTED

These orders are ready for the shipment but I need to review the exact destination & shipping way for each order. Please see the below questions (refer the attached file) and please let me have your reply before opening of my tomorrow.

REDACTED

Subject: RE: RE: Y and M
From: "bwren" <bwren@norca.com>
Date: Thu, 5 Apr 2007 10:36:47 -0700
To: "???" <metal318@hanafos.com>

The idea is to set up financing through a Korean Bank in order to best present ourselves (y and m as owners) to Posco and other Korean makers. I have a financial guy and I am working for our kids.

Bob Wren
Norca Industrial Co.
Tel 650 344 3291
Cell 650 678 5781

From: ??? [mailto:metal318@hanafos.com]
Sent: Thursday, April 05, 2007 10:09 AM
To: metal318@hanafos.com; bwren
Subject: Re:RE: Y and M

Korean Exchange Bank and Shinhan Bank.

Can you please advise why you need this information and advise if I bring more information about the bank ?

Sincerely
Steve

----- ?? ?? ?? -----
?? ?? : 'bwren' <bwren@norca.com>
?? ?? : '???' <metal318@hanafos.com>
?? ?? : RE: Y and M
?? ?? : 2007? 04? 04? 18? 38? 16?

EXHIBIT G

You and Me

Can you advise 1-2 very good South Korean Banks?

Thank you

Bob Wren

Norca Industrial Co.

Tel 650 344 3291

Cell 650 678 5781

From: ??? [mailto:metal318@hanafos.com]

Sent: Tuesday, April 03, 2007 2:19 AM

To: bwren

Subject: Y and M

Dude.

Subject: FW: RE: Y and M
From: "bwren" <bwren@norca.com>
Date: Thu, 5 Apr 2007 11:33:14 -0700
To: <rarrybin@flcg.com>

Bob Wren
Norca Industrial Co.
Tel 650 344 3291
Cell 650 678 5781

From: bwren
Sent: Thursday, April 05, 2007 1:54 PM
To: 'rarrybin@flcg.com'
Subject: FW: RE: Y and M

FYI

Bob Wren
Norca Industrial Co.
Tel 650 344 3291
Cell 650 678 5781

From: ??? [mailto:metal318@hanafos.com]
Sent: Thursday, April 05, 2007 10:09 AM
To: metal318@hanafos.com; bwren
Subject: Re:RE: Y and M

Korean Exchange Bank and Shinhan Bank.

Can you please advise why you need this information and advise if I bring more information about the bank ?

Sincerely
Steve

----- ?? ?? ?? -----
?? ?? : 'bwren'<bwren@norca.com>
?? ?? : '???'<metal318@hanafos.com>
?? ?? : RE: Y and M
?? ?? : 2007? 04? 04? 18? 38? 16?

You and Me

Can you advise 1-2 very good South Korean Banks?

Thank you

Bob Wren
Norca Industrial Co.
Tel 650 344 3291
Cell 650 678 5781

EXHIBIT H

Subject: FW: Foster Wheeler Credit Insurance
From: "bwren" <bwren@norca.com>
Date: Thu, 5 Apr 2007 11:42:25 -0700
To: <rreybin@flcg.com>

FYI

EXHIBIT I

Bob Wren
Norca Industrial Co.
Tel 650 344 3291
Cell 650 678 5781

Subject: Credit Insurance

Selim.

I am happy to report that we have secured a ^{REDACTED}
↓ line of ^{REDACTED} credit insurance on

REDACTED

Regards,
Joe

A brief description of Credit insurance:

REDACTED

Particulars on our policy:

- REDACTED 1) Rate REDACTED
2) → Coverage
3) REDACTED deductible REDACTED
4) Credit limit REDACTED

REDACTED

David Pollack

From: metal318@hanafos.com
 Sent: Tuesday, April 10, 2007 5:41 AM
 To: bwren; metal318@hanafos.com
 Subject: Re:RE: (no subject) Y and M

Jude.

sted.

m good from May., 07. Please make a schedule to China for me.

ncerely
 eve

----- 받은 메일 내용 -----
 보낸 사람 : 'bwren' <bwren@norca.com>
 받는 사람 : '???' <metal318@hanafos.com>
 편지 제목 : RE: (no subject) Y and M
 받은 시간 : 2007년 04월 09일 19시 57분 35초

Steve.

am not sure when to come. Maybe June? Maybe I come to Korea and then we both go to China. Frankly I do not want Selim to join so I will book my schedule when I know he is busy or on Vacation.

Regards,

Bob Wren
 Norca Industrial Co.
 Tel 650 344 3291
 Cell 650 678 5781

From: 송수동 [mailto:metal318@hanafos.com]
 Sent: Friday, April 06, 2007 7:15 PM
 To: bwren; metal318@hanafos.com
 Subject: Re:(no subject)

Jude.

1. REDACTED

Of course, I go at early of May. But please let me know your coming schedule first. Or, you may come to September since [↑] is not ready yet. I will make the visiting plan to [↑] after checking your schedule.

REDACTED

REDACTED

REDACTED

4/2007

EXHIBIT J

Subject: Re: you and me
From: <metal318@hanafos.com>
Date: Thu, 12 Apr 2007 21:54:40 -0700
To: "bwren" <bwren@norca.com>

Bob.

The below is valve manufacturers in Korea.

1. We can not have the business with the below mills.

REDACTED

2. We can have the business with the below mills.

REDACTED

Sincerely
Steve

----- Original Message -----

From: bwren
To: metal318@hanafos.com
Sent: Friday, April 13, 2007 5:35 AM
Subject: you and me

1. Valves

REDACTED

Can you kindly summarize valve for me. Just the mills in Korea. I am seeing ↓ next Monday and they are interested in REDACTED

EXHIBIT K

REDACTED

Regards,

Bob Wren
Norca Industrial Co.
Tel 650 344 3291
Cell 650 678 5781

David Pollack

From: metal318@hanafos.com
Sent: Tuesday, May 29, 2007 8:46 AM
To: bwren
Subject: Fwd:RE: REDACTED New Plant
Attachments: REDACTED

Buddy.

Let's not cooperate REDACTED

Sincerely
Steve

REDACTED

From: selim [mailto:selim@norca.com]
Sent: Thursday, May 24, 2007 9:25 PM
To: REDACTED
Cc: bwren; Victoria Piccolotti; norcaind
Subject: RE: REDACTED New Plant

/6/2007

EXHIBIT L

Dear REDACTED

Thank you, indeed I spoke with REDACTED last night. I will bring this to the attention of Bob Wren immediately so that he may start sending you inquiries.

Best regards,

Selim Bahar

From: selim

Sent: Thursday, May 24, 2007 8:49 AM

To: norcaind

Subject: FW: REDACTED New Plant

From: REDACTED

Sent: Thursday, May 24, 2007 12:10 AM

To: selim; norcaind

Cc: REDACTED

Subject: REDACTED New Plant

Dear Selim,

REDACTED

We are pleased to advise that the new plant of REDACTED

has completed and started their production line already,

Please kindly send us enquiry REDACTED

Thanks and Regards,

REDACTED

6/2007

NORCA INDUSTRIAL COMPANY, LLC

185 GREAT NECK ROAD
P.O. BOX 427
GREAT NECK, NY 11022
TEL: (516) 466-9500
FAX: (516) 482-3367
EMAIL: NORCAIND@NORCA.COM

June 11, 2007

Robert Wren
1237 Cortez Avenue
Burlingame, CA 94010

Dear Bob,

It has come to our attention that you have are planning to leave Norca Industrial Company LLC, and start a competing business together with Steve Song.

You are herewith dismissed and barred from the company offices. Please either return your company car or make arrangements to take over the payments directly.

Joe Catania will be in touch with you regarding your COBRA rights.

I feel personally betrayed.

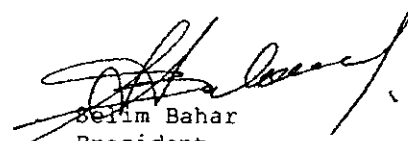

Serim Bahar
President
Norca Industrial Company

EXHIBIT M

bob

From: Victoria Pullon [bicbic59er@yahoo.com]
Sent: Monday, June 11, 2007 10:45 PM
To: bob
Subject: Please read

June 12, 2007

Dear Bob:

I am deeply troubled by today's events. After careful thought and several lengthy discussions with my family, I believe it is best that I tender my resignation effective immediately.

I would appreciate your assistance in having SVF process my last check and have them include the vacation days and sick time (15 days) owed to me. Please send all correspondence to my home address, which is on file.

I am grateful for the opportunity you have given me to learn and develop within the company.

Thank you for your understanding and expediting my request.

Sincerely,

Victoria Piccolotti

Be a better Globetrotter. Get better travel answers from someone who knows.
Yahoo! Answers - Check it out.

6/12/2007

EXHIBIT N



Primrose Metals replaces Norca Industrial Company

Bob Wren is pleased to announce that Primrose Metals has replaced Norca Industrial Company in providing financial, operating and logistical support to his customers and suppliers.

Primrose Metals imports stainless steel, carbon steel, aluminum and special alloy tubing, pipe, sheet, fitting, and flanges from mills in South Korea, China, Thailand, Malaysia and Italy for distributors to major companies in the power generation, petro-chemical, oil and gas industries.

Primrose Metals has the capacity to finance the entire production of the mills it represents with competitive terms and timely payments. Primrose Metals carries a broad range of insurance and provides other financial arrangements to bridge the risks of international trade.

Primrose Metals' multi-lingual, multinational staff has more than 70 years of experience working with a worldwide network of highly regarded mills, freight forwarders, and customs brokers to efficiently meet the most demanding customer specifications and delivery schedules.

Bob Wren, who has over 20 years of experience with major international trading companies, said: "Primrose Metals is committed to delivering the best value – price, quality, and reliability – in the market. It has the capital to finance our purchases, the systems and staff to provide state-of-the-art customer service, and low overhead that enables me to match or exceed the terms offered by other trading firms." Bob can be reached by phone at (650) 344-3291 or by email at bwren@primrosemetals.com.

Primrose Metals is committed to building stable, long-term relationships that consistently deliver quality, reliability and value. For more information, please contact:

Primrose Metals, Inc
330 Primrose Road, Suite 205
Burlingame, CA 94010
Tel: (650) 344-3291
Fax: (650) 344-9241
www.primrosemetals.com

330 Primrose Road, Suite 205
Tel: (650) 344-3291
www.primrosemetals.com

Burlingame, CA 94010
Fax: (650) 344-9241
info@primrosemetals.com

EXHIBIT O

**Bob Wren Joins Primrose Metals,
Announces Strong Team**

Bob Wren, who was formerly associated with Norca Industrial Company, is pleased to announce that he has joined Primrose Metals as Vice President, Sales. As a result of Bob's new affiliation, Primrose Metals will be providing financial, operational, and logistical support to Bob's customers and suppliers.

Primrose Metals imports stainless steel, carbon steel, aluminum and special alloy tubing, pipe, sheet, fitting, and flanges from mills in South Korea, Japan, Thailand, Malaysia, and a few other countries for distributors to major companies in the power generation, petrochemical, oil, and gas industries.

Primrose Metals carries a broad range of insurance and provides other financial arrangements to bridge the risks of international trade.

Primrose Metal's multi-lingual, multinational staff has more than 70 years of experience working with a worldwide network of highly regarded mills, freight forwarders, and customs brokers to efficiently meet the most demanding customer specifications and delivery schedules.

Bob Wren, who has over 20 years of experience with major international trading companies, said "Primrose Metals is committed to delivering the best value-price, quality, and reliability – in the market. It has the capital to finance its purchases, staff and systems to provide state-of-the-art customer service, and low overhead that enables the company to match or exceed the terms offered by other trading firms."

Primrose Metals is committed to building stable, long-term relationship that consistently delivers quality, reliability, and value.

Please note our contact information below.

Bob Wren
bwren@primrosemetals.com
Primrose Metals, Inc.
330 Primrose Road, Suite 205
Burlingame, CA 94010
Tel: (650) 344-3291
Fax: (650) 344-9241
www.primrosemetals.com

EXHIBIT P

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These search terms have been highlighted: **primrose metals**

PRIMROSE METALS

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EXHIBIT Q

Primrose Metals is a leading importer to the United States of stainless steel, carbon steel, aluminum and special alloy tubing, pipe, sheet, fitting, and flanges from mills in South Korea, China, Thailand, Malaysia and Italy for distributors to major companies in the power generation, petro-chemical, oil and gas industries.

Primrose Metals' multi-lingual, multinational staff has over 70 years of experience working with a worldwide network of highly regarded mills, freight forwarders, and customs brokers to efficiently meet the most demanding customer specifications and delivery schedules.

Primrose Metals is committed to stable, long-term relationships that consistently deliver quality, reliability and value.

Primrose Metals, Inc
330 Primrose Road, Suite 205
Burlingame, CA 94010
Tel: (650) 344-3291
Fax: (650) 344-9241

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PRIMROSE METALS

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EXHIBIT R

PRIMROSE METALS

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Primrose Metals is a leading importer to the United States of stainless steel, carbon steel, aluminum and special alloy tubing, pipe, sheet, fitting, and flanges from mills in South Korea, Japan, China, Thailand, Malaysia and Italy for distributors to major companies in the power generation, petro-chemical, oil and gas industries.

Primrose Metals' multi-lingual, multinational staff has over 70 years of experience working with a worldwide network of highly regarded mills, freight forwarders, and customs brokers to efficiently meet the most demanding customer specifications and delivery schedules.

Primrose Metals is committed to stable, long-term relationships that consistently deliver quality, reliability and value.

Primrose Metals, Inc
330 Primrose Road, Suite 205
Burlingame, CA 94010
Tel: (650) 558-8776
Fax: (650) 558-9510

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PRIMROSE METALS

Page 1 of 3

PRIMROSE METALS

Home

Products and Services

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Primrose Metals is committed to excellence. With over 70 years of experience with a worldwide network of mills, freight forwarders and customs brokers, Primrose Metals' multi-lingual, multinational staff provides:

Quality Products:

Pipes, valves, fittings and flanges available in Stainless Steel, Carbon Steel, Aluminum, and other special alloys to your specifications. All products conform with ASTM, ANSI, MSS, and other applicable standards and most of our suppliers are ISO 9000 certified.

We supply Mill Test Reports stating chemical and mechanical properties with every order.

Reliable Service:

We help you reduce risks associated with international transactions.

- . monitor all stages of production to ensure quality and timely delivery.
- . track orders from initial placement, through production, until delivery.
- . use reliable carriers, freight forwarders and customs brokers to handle the complexities of international transportation and insure the timely delivery of your products.
- . arrange all necessary insurance, including product liability while also handling transport damage and shortage claims, in the rare instances that they occur.

Outstanding Value:

Primrose Metals enjoys the enviable position of having trusted working relationships with leading mills throughout the world. Through these relationships, we are able to obtain world class products on competitive terms.

PRIMROSE METALS

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[Products and Services](#)

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If you wish to contact us by e-mail, fax, phone or letter please contact us at:

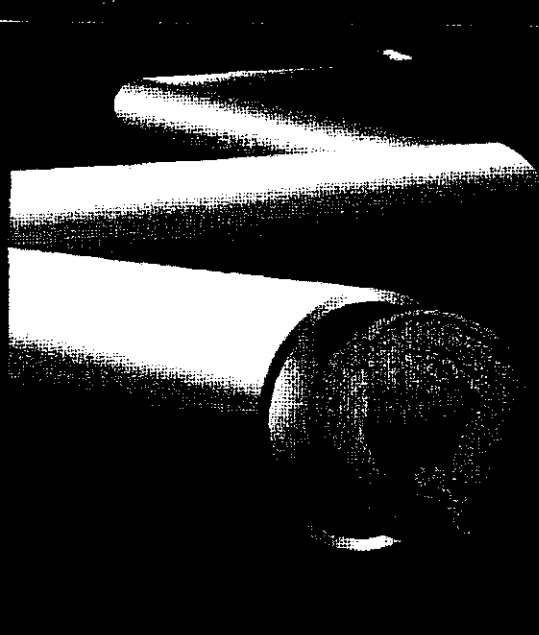
Primrose Metals
330 Primrose Road, Suite 205
Burlingame, CA 94010
(650) 558-8776 - phone
(650) 558-9510 - fax
Email: info@primrosemetals.com

First Name	<input type="text"/>
Last Name	<input type="text"/>
Company Name	<input type="text"/>
Address Line 1	<input type="text"/>
Address Line 2	<input type="text"/>
City	<input type="text"/>
State	<input type="text"/>
Zip Code	<input type="text"/>
Country	<input type="text"/>
Daytime Phone	<input type="text"/> (<input type="text"/>) <input type="text"/> - <input type="text"/>
Fax	(<input type="text"/>) <input type="text"/>
E-mail Address	<input type="text"/>
Comments	<input type="text"/>
<input type="button" value="Send"/>	

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Norca Industrial Company, LLC

<http://norca.com/>



Norca Industrial Company, LLC
We Position You Globally

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Welcome to Norca Industrial Company, LLC,
North America's preeminent provider of
Industrial Fluid Handling Materials in
**stainless steel, carbon steel, alloy steel and
aluminum** delivered to your door.

Our business is connecting you to our
worldwide sources in record time, and to ensure
that the connection is **smooth and flawless**.
With Norca Industrial Company, LLC, you gain
market access via **our 50-years of international
business expertise** covering **five continents** and
over **40 highly qualified manufacturers**, each an
expert in their field. When you take advantage
of **NORCA'S worldwide network**, you
are guaranteed the **highest quality product** at
competitive prices that is covered by our
Product Liability Insurance ... an advantage you
can pass on directly to your customers.

Norca Industrial Company, LLC
We Position You Globally

EXHIBIT S



About

Expertise
Value
Reliability
Quality



How Well
Connected
Are You?

Products

Carbon Steel
Stainless Steel
Aluminum

If your tubular connections are from Norca Industrial Company, LLC, you're as well connected on the outside as you are on the inside.

From start to finish, our only business is tubular connections. With a fully integrated operation, Norca connects you to the world's top manufacturers, exporters, insurers, transportation agencies and much more. Always ensuring a business connection that flows as smoothly as possible.

Contact

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Norca Industrial Company, LLC ■ 185 Great Neck Road, Great Neck NY 11022 ■ Tel: 516 466-9500 Fax: 516 482-3367

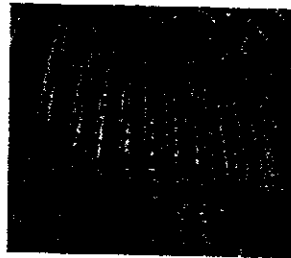
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About

Expertise
Value
Reliability
Quality



Our
Experience
is Your
Best Connection
to Expertise

Products

Carbon Steel
Stainless Steel
Aluminum

Norca offers technical guidance with our extensive product line, including:

Expert Recommendations:

We recommend the finest pipes, valves, fittings and flanges available in Stainless Steel, Exotic Alloys and Carbon Steel.

Contact

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Expert Consultants:

We keep our suppliers and customers constantly apprised of current and changing market conditions to help all parties make the most informed commercial decisions. Norca is always concerned with helping it's customers and vendors reduce risks associated with international transactions.

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About

Expertise
Value
Reliability
Quality



Our
Size is Your
Best Connection
to **Cost**
Effectiveness

Products

Carbon Steel
Stainless Steel
Aluminum

Our vast and fully integrated operation offers you:

Large Volume Purchasing Power:

Our size provides economies of scale and other special support from our suppliers. This allows us to pursue the best products and values worldwide.

Geographically Diverse Suppliers:

We guarantee availability and alternative sourcing.

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About

Expertise
Value
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**Our Attention
to Detail**
is Your
**Best Connection
to
Reliability**

Products

Carbon Steel
Stainless Steel
Aluminum

Contact

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Norca is committed to excellence every step of the way with:

A Worldwide Tracking System:

We have one of the most advanced computer systems in the industry. With specifically designed software, we can track orders from initial placement, through production, until final delivery to the customer. Anywhere, anytime.

Constant Monitoring:

We monitor all stages of production to ensure ongoing quality and timely delivery.

Attention to Advances in Technology:

Our eye on the future has made us a leader in product development. We are constantly researching alternative sources and new developments in the technology of fluid handling materials.

Once your order is in our pipeline, everything flows smoothly. That's because we're dedicated to being the most reputable, most cost effective, and most attentive supplier of fluid handling materials in the industry.

And there's one thing we never forget. That our most important connection is to you.

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Reliability
Quality



Our
International
Reputation
is Your
Best Connection
to
Quality

Products

Carbon Steel
Stainless Steel
Aluminum

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We have over 50 years of experience in worldwide markets and a multi-lingual, multinational staff that provides you with:

The Best Manufacturers:

We pride ourselves on our long term relationships with the world's finest producers. All products conform with ASTM, ANSI, MSS, and other applicable standards and most of the factories that work with us are ISO 9000 certified. We also supply Mill Test Reports stating chemical and mechanical properties with every order.

The Best Insurance and Support System:

We arrange all necessary insurance, including product liability while also handling transport damage and shortage claims, in the rare instances that they occur.

The Best Carriers:

We deal with the most reputable and reliable carriers, handling all import procedures, including customs inspection, clearance and duty payments.

The Best Credit Support:

Because of our financial strength, our suppliers may benefit from our letters of credit and/or prompt payment. Our customers can receive payment terms on open account after receipt of goods. We also provide security to our customers and vendors by hedging against foreign currency fluctuations.

Norca Industrial Company, LL

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EXHIBIT T

Regards

Chad Hawley
COMPRINOX
11 Fifth Street, Suite 103
Petaluma, CA 94952
Tel: (707) 769 4848
Fax: (707) 769 4840
e-mail: chawley@comprinox.com

From: bwren [mailto:bwren@norca.com]
Sent: Tuesday, June 05, 2007 4:43 PM
To: Chad Hawley
Subject: RE: ORDER / URGENT

REDACTED

CIF REDACTED

Bob Wren
Norca Industrial Co.
Tel 650 344 3291
Cell 650 678 5781

From: bwren
Sent: Tuesday, June 05, 2007 7:33 PM
To: 'chawley@comprinox.com'
Subject: ORDER / URGENT

REDACTED

Chad,

Order as follows.

As rolled black surface

REDACTED wire rod in coil

REDACTED

Price\$ REDACTED

Regards.

Bob Wren
Norca Industrial Co.
Tel 650 344 3291
Cell 650 678 5781

6/13/2007

Controller

Page 1 of 1

s.f. bayarea craigslist > peninsula > finance jobs > Controller

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Controller (burlingame)

Reply to: job-354798608@craigslist.org

Date: 2007-06-18, 11:12AM PDT

Controller

PRIMROSE METALS INC is looking for a Corporate Controller. We are a heavily funded start-up metals trading company, with offices in SF, Colorado, Korea and Shanghai. We are poised to grow exponentially during 2007 & 2008 and the accounting infrastructure must be implemented to handle the influx of business. Get in at the ground level with this 3 person international trading firm.

We are looking for a highly motivated Controller with the educational background to become the CFO in the near future.

First 6 month goals:

- *Set-up policies and procedures and create new guidelines as required
- *Establish month-end and quarterly end close procedures
- *Set up purchase order and procurement process
- *Set-up additional foreign entities as required
- *Establish content producer reporting and payment methodology
- *Hire, train and manage 2-3 staff
- *Initiate and set-up custom computer system for tracking sea and land shipments around the world
- *Oversee credit insurance for customers based on open receivables.
- *Set-up product liability insurance

Ongoing:

- *Manage all aspects of accounting, including accounts payable; accounts receivable, fixed assets, bank reconciliations and payroll
- *Contract review, including proper revenue recognition per agreement (significant as each material agreement differs from one another)
- *Domestic and international taxes, across many states and countries.
- *Prepare reports that summarize and forecast company business activity and financial position in areas of income, expenses, and earnings based on past, present, and expected operations.

Desired Background:

- *CPA with 3+ years at Big 4
- *5+ years additional experience, preferably with dealings with international business.
- *3 years in a managerial role
- *Masters degree in Accounting or Finance
- *Strong Microsoft Excel background

Please send your resume attention to: Vicky Piccolotti – vickyp@primrosemetals.com

<http://sfbay.craigslist.org/pen/acc/354798608.html>

EXHIBIT U

6/21/2007

Compensation: \$130 yearly

Principals only. Recruiters, please don't contact this job poster.

Please, no phone calls about this job!

Please do not contact job poster about other services, products or commercial interests.

PostingID: 354798608

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